EI TOWERS S.p.A.
Registered office: Via Zanella, 21, Lissone, Italy
Share capital: Euro 2,826,237.70 fully paid
Fiscal code and registration number on the Register of Businesses of Monza and Brianza no. 12916980159 P. IVA no. 01055010969

Notice of Ordinary Meeting of the Shareholders

The persons entitled to participate and to exercise the voting right are invited to the ordinary meeting of the shareholders to be held in a single session at the registered office at Via Zanella no. 21, Lissone, Italy at 10:00 a.m. on February 29, 2012, for deliberation upon the following

Meeting Agenda

Appointment of the Board of Directors

1. Determination of the number of members of the Board of Directors
2. Determination of the term in office
3. Determination of director compensation
4. Appointment of the Board of Directors
5. Appointment of the Chairman of the Board of Directors

The share capital subscribed and paid is equal to Euro 2,826,237.70, subdivided into 28,262,377 common shares, with face value of Euro 0.10 each, each of which gives the right to one vote at the shareholders' meeting, with the exception of 172,526 treasury shares held by the Company as of the date of this meeting notice, for which the voting right is suspended under the law. Such number could change as of the date of the shareholders' meeting; a change, if any, shall be announced at the opening of the shareholders' meeting.
The structure of the share capital is disclosed on the Company's Internet site: www.dmtonline.com (Investor Relations section).

Pursuant to Article 10 of the corporate by-laws, the persons authorized to participate in the shareholders' meeting are those to whom the voting right accrues and for whom the Company has received the notice released by an authorized intermediary certifying the ownership of the shares on the basis of the evidence coming from the intermediary's accounting records upon the close of the accounts on the seventh open market day preceding the date set for the single session of the shareholders' meeting and therefore, February 20, 2012 (Record Date). The registration of debit and credit entries in the accounts subsequent to such date shall not count for the purpose of legitimating the exercise of the voting right during the shareholders' meeting. Accordingly, anyone who is the owner of the shares subsequent to such date shall not be entitled to participate in or vote at the shareholders' meeting. The intermediary's notice referenced hereinabove should be received by the Company no later than the end of the third open market day prior to the date set for the single session of the shareholders' meeting. The foregoing shall not prejudice the right to participate and vote should the notice be received by the Company after such deadline, provided that it is received before the start of the meeting.

Anyone to whom the rights of voting and participating in the shareholders' meeting accrue may elect to be represented by another person, including a person who is not a shareholder, according to the terms and conditions provided by prevailing laws.
The proxy form is available through the intermediaries who are depositaries of the shares as well as at the Company's registered office and on the Internet site http://www.dmtonline.com/ (Investor Relations section).
The proxy may be sent to the Company through a registered, return-receipt letter to the registered office, or through electronic notification at the following address:
dmtonline@legalmail.it.
In such cases, the proxy should be received by the Company prior to the start of the meeting.
The prior notification, if any, does not release the proxy holder from the obligation of certifying the conformity of the copy provided during the notification with the original proxy and the identity of the person whom the proxy holder is representing.
In accordance with the corporate by-laws, the Company does not designate the person to whom the shareholder proxies are to be conferred, as referenced in Article 135-undecies of Legislative Decree no. 58 of February 24, 1998.
Procedures for voting by correspondence or with electronic means are not contemplated.
Participation in the shareholders' meeting is governed by the provisions on the subject contained in laws, regulations and the by-laws, as well as provisions contained in the prevailing Shareholder Meeting Rules available on the Internet site: www.dmtonline.com (Investor Relations section).

In accordance with Article 126-*bis* of Legislative Decree no. 58/98, shareholders who represent, including jointly, at least one fortieth of the share capital may request, within ten days from the publication of this meeting notice, the supplementation of the list of matters to be discussed, indicating in the request the other issues that they propose. The request must be presented in writing at the Company's registered office, through a registered, return-receipt letter, subject to the demonstration of the related legitimation of the persons proposing the supplementation, together with a report on the subjects which such persons propose to discuss. Notice of such supplementations is given at least 15 days prior to the date set for the shareholders' meeting, in the same format provided for the publication of the meeting notice. The supplementation of the list of matters to be discussed is not admitted for matters to be resolved by the shareholders' meeting, as prescribed by law, that regard a proposal of the directors or a project or a report drawn up by the directors.

The shareholders may pose questions about the matters on the meeting agenda, including prior to the shareholders' meeting. The questions need to be submitted in writing, using the means indicated on the Company's Internet site. The persons involved shall provide information that makes their identification possible, sending the notice released by the intermediary for the exercise of such right.
The response to any questions received prior to the shareholders' meeting from legitimate persons which are pertinent to the meeting agenda shall be given at the latest during the shareholders' meeting. The Company may supply a single response to questions having the same content.

The documentation related to the shareholders' meeting provided by prevailing laws and regulations will be available to the public at the Company's registered office, at Borsa Italiana S.p.A. (www.borsaitaliana.it) and on the Company's Internet site (www.dmtonline.com) in accordance with the terms and conditions provided by prevailing laws and regulations. The shareholders are entitled to review all documentation filed at the Company's registered office and to obtain a copy of the same.

In particular, the report illustrating the matters on the agenda for the shareholders' meeting has been made available to the public as of today.

With reference to the appointment of the Board of Directors, which occurs on the basis of lists presented by the shareholders, in which the candidates must be listed through a progressive number, reference should be made to the provisions of Article 13 of the Company's by-laws and to the information published on the Company's Internet site. In particular, a list may be presented only by shareholders, who represent, alone or together with other shareholders, at least 2.5% of the shares with voting rights at the ordinary shareholders' meetings or who represent a lower percentage that may be established by mandatory provisions of laws or regulations.

The ownership of the minimum percentage shareholding required for the presentation of the lists is determined with regard to the shares that are registered in favor of the shareholder on the day in which the lists are filed with the Company.

The certification proving ownership of the number of the shares needed for the presentation of the lists by the shareholders may be produced after the filing of the list, provided that it is produced at the latest by the deadline provided for the publication of the lists by the Company, namely by February 8, 2012.

Without prejudice to the option of producing the certification proving the ownership of the shareholding by the deadline provided in the preceding paragraph, information in relation to the identity of the shareholders who presented the list shall be provided upon the presentation of the list, along with the indication of the percentage of the shareholding held overall.

A single candidate may be presented on one list only; otherwise the candidate may not be elected.

A single shareholder may present, or contribute to presenting, directly or indirectly, including through a fiduciary company or intermediary, a single list: in the event of violation, the support given by the shareholder to any list shall not be considered.

The lists, signed by the persons presenting them and filed with the documentation provided by the Company's by-laws and by applicable laws and regulations, must be filed at the Company's registered office by February 4, 2012, during the hours from 9:00 a.m. to 6:00 p.m., or sent by the same date to the certified electronic mail address (dmtonline@legalmail.it) or via fax (+39-02-6079-8235).

Statements with which the individual candidates accept their candidature and certify, under their own responsibility, the non-existence of causes for ineligibility and incompatibility, as well as the existence of any requisites for their respective offices shall be filed with each list, by the deadline indicated for the filing of the list.

With reference to the appointment of the members of the administrative bodies, the shareholders are urged to take into account the recommendations contained in the CONSOB Communication n. DEM/9017893 of February 26, 2009.

The lists filed without observing the foregoing will be considered as not filed.

The shareholders are required to arrive at least one hour prior to the start of the shareholders' meeting in order to facilitate registration.

Lissone, 20 January 2012

For the Board of Directors
Chairman
(Alberto Giussani)